

767 Fifth Avenue
New York, NY 10153-0119
+1 212 310 8000 tel
+1 212 310 8007 fax

Weil, Gotshal & Manges LLP

Joseph H. Smolinsky
+1 212 310 8767
joseph.smolinsky@weil.com

November 1, 2012

Honorable Robert E. Gerber
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408

Re: *In re Motors Liquidation Company, et al.* (f/k/a General Motors Corp.), No. 09-50026 (REG)

Dear Judge Gerber,

This letter is to inform you that the Motors Liquidation Company GUC Trust (the “**GUC Trust**”) and Rolls-Royce Corporation (the “**Claimant**”) have agreed to alter the schedule set forth in the Stipulation and Agreed Order (as hereinafter defined) for the filing of pleadings in connection with the GUC Trust’s objection to Claim No. 65807 (the “**Claim**”) filed by the Claimant.

The Claim was originally objected to pursuant to the *Debtors’ 159th Omnibus Objection to Claims (Contingent Co-Liability Claims)*, dated January 26, 2011 (ECF No. 8840) (the “**Omnibus Objection**”). As the Claimant did not file a response to the Omnibus Objection, and also did not appear at the hearing on the Omnibus Objection, on March 7, 2011, your Honor entered an Order (ECF No. 9629) disallowing and expunging the Claim.

Following the assertions of the Claimant that notice of the Omnibus Objection was improperly provided to all necessary parties, the GUC Trust and the Claimant agreed to reinstate both the Claim and the Omnibus Objection as to the Claim pursuant to the *Stipulation and Agreed Order Regarding Claim No. 65807 Filed by Rolls-Royce Corporation*, dated September 12, 2012 (ECF No. 12123) (the “**Stipulation and Agreed Order**”).¹ The hearing on the Omnibus Objection as to the reinstated Claim is currently scheduled for December 13, 2012.

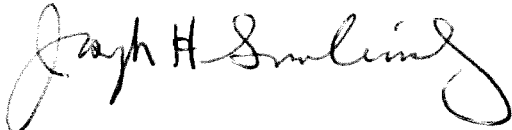
¹ As more fully set forth in the Stipulation and Agreed Order, the parties agreed that (i) the Claim as reinstated is capped as a general unsecured claim in the amount of \$9,000,000, and (ii) any portion of the reinstated Claim that would have been disallowed under section 502(e)(1)(B) of title 11 of the United States Code as of January 26, 2011 (the “**Original Objection Date**”) shall also be subject to disallowance to the same extent pursuant to the reinstated Omnibus Objection, notwithstanding any developments after the Original Objection Date.

The Stipulation and Agreed Order provides certain deadlines regarding the filing of pleadings, including the deadline for the GUC Trust to file a supplemental objection to the Claim and for the Claimant to file its response. To allow the parties further time to narrow the issues in dispute, and also as a result of delays occasioned by Hurricane Sandy, the parties have agreed to alter the deadlines for the filing of pleadings as follows:

| | |
|---|-------------------|
| GUC Trust's filing of supplemental objection: | November 9, 2012 |
| Claimant's filing of response: | November 23, 2012 |
| GUC Trust's filing of reply: | December 3, 2012 |

If you have any questions or have any issues with the above schedule, please do not hesitate to contact me. Thank you for your consideration of this matter.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Joseph H. Smolinsky". The signature is fluid and cursive, with the first name "Joseph" being more prominent and the last name "Smolinsky" following in a similar style.

Joseph H. Smolinsky

cc: Harvey A. Strickon, Paul Hastings LLP, Counsel to Rolls-Royce Corporation